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WASHINGTON, D. C. 20006  
202-862-7500

2049 CENTURY PARK EAST  
LOS ANGELES, CA. 90067  
213-879-0904

JAMES A. OUNSWORTH  
215-893-3466

RECORDATION NO. *9672-S* Filed 1425 October 27, 1978

OCT 31 1978 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

H. Gordon Homme, Jr.  
Acting Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

RECORDATION NO. *9672-S* Filed 1425

OCT 31 1978 - 11 40 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Homme:

I am sending herewith for filing in your office pursuant to Section 20c of the Interstate Commerce Act, six counterparts of each of the following:

- (a) Third Amendment to Security Agreement dated as of September 1, 1978 between Funding Systems Railcars, Inc. and Girard Bank covering 25 new boxcars for use in Interstate Commerce;
- (b) Third Amendment to Lease and Management Agreement dated as of September 1, 1978 between Funding Systems Railcars, Inc. and National Railway Utilization Corporation to which the boxcars are leased.

There is also enclosed a check in the amount of \$20.00 for the recordation fees. The names and addressees of the parties to the transaction are as follows:

Secured Party: Girard Bank, as Agent  
3 Girard Plaza  
Philadelphia, PA 19101

Purchaser  
and Lessor:

Funding Systems Railcars, Inc.  
c/o Funding Systems Corporation  
Suite 401  
1000 RIDC Plaza  
Pittsburgh, PA 15238

8-304A014

No. *3*  
Date OCT 31 1978  
Fee \$20.00

ICC Washington, D. C.

RECEIVED  
OCT 31 11 35 AM '78  
I.C.C.  
FEE OPERATION BR.

*Carroll Fitzgerald*  
*Carroll Fitzgerald*

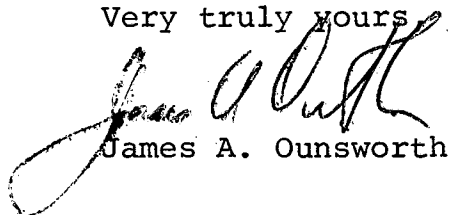
H. Gordon Homme, Jr.  
October 27, 1978  
Page 2

Lessee: National Railway Utilization  
Corporation  
1100 Centre Square East  
1500 Market Street  
Philadelphia, PA 19102

The equipment covered by the agreements consist of 6 50'6" 70-ton boxcars with A.A.R. mechanical designation XM, bearing Lessee road numbers NSL 156028-156033, inclusive; and 19 50'6" 70-ton boxcars with A.A.R. mechanical designation XM, bearing Lessee road numbers PT 201091-201109, inclusive, and marked "Leased from a corporation and subject to a security interest recorded with the ICC."

Kindly return to the bearer five counterparts of each of the documents.

Very truly yours



James A. Ounsworth

JAO/mlm  
Enclosures

THIRD AMENDMENT TO LEASE AND MANAGEMENT AGREEMENT

RECORDATION NO. 9672-18  
OCT 31 1978 - 11 40 AM  
INTERSTATE COMMERCE COMMISSION  
Filed 1425

This Third Amendment is made and entered into as of the 1st day of September, 1978 among Funding Systems Railcars, Inc. ("Lessor") National Railway Utilization Corporation ("Lessee") and Girard Bank, as assignee of Lessor ("Girard")

WHEREAS, Lessor and Lessee entered into a certain Lease and Management Agreement dated as of September 1, 1978 and recorded with the Interstate Commerce Commission on September 15, 1978 as Document No. 9672 (the "Lease Agreement");

WHEREAS, the Lease Agreement was subsequently amended by a certain First Amendment to Lease and Management Agreement dated as of September 1, 1978 and recorded with the Interstate Commerce Commission on September 29, 1978 as Document No. 9672B, and by a certain Second Amendment to Lease and Management Agreement dated as of September 1, 1978 and recorded with the Interstate Commerce Commission on October 16, 1978 as Document No. 9672D; and

WHEREAS, Lessor assigned to Girard certain of its rights under the Lease Agreement and granted to Girard a security interest in the Lease Agreement pursuant to that certain Security Agreement dated as of September 1, 1978 between Lessor as debtor and Girard as secured party.

WHEREAS, the parties now desire to amend further the Lease Agreement as hereinafter provided.

NOW THEREFORE, in consideration of the mutual promises and covenants herein contained, and intending to be legally bound hereby, the parties agree as follows:

1. Schedule A to the Lease Agreement, which provides a three part description of the Equipment leased under the Lease Agreement as supplemented by Schedule A(1) pursuant to the First Amendment and by Schedule A(2) pursuant to the Second Amendment, is hereby further supplemented to include additional Equipment as more particularly described in Schedule A(3), a copy of which is attached hereto and incorporated herein.

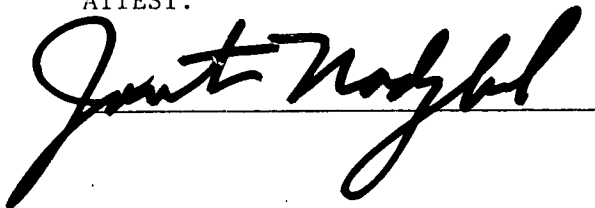
2. The terms "Equipment", "Items of Equipment", or an "Item of Equipment", as referenced on page 1 of the Lease Agreement shall hereafter include the Equipment described in said Schedule A(3) together with the Equipment described in Schedule A, Schedule A(1) and Schedule A(2) to the Lease Agreement.

3. Except as otherwise provided herein, all of the other terms and conditions of the Lease Agreement, as amended by the First Amendment and the Second Amendment, shall remain in full force and effect.

WITNESS, the execution hereof as of the day and year first above written.

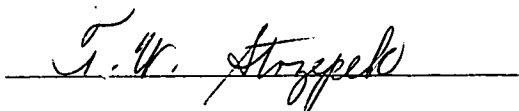
(Corporate Seal)

ATTEST:



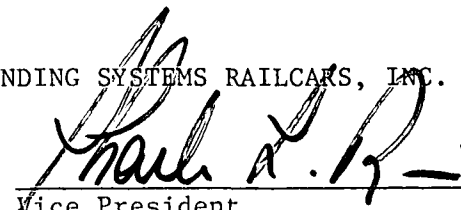
(Corporate Seal)

ATTEST:



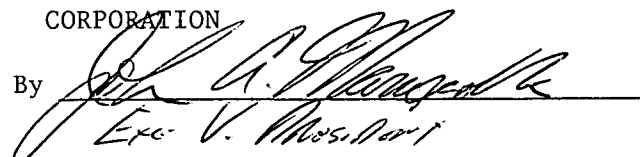
FUNDING SYSTEMS RAILCARS, INC.

By

  
Vice President

NATIONAL RAILWAY UTILIZATION  
CORPORATION

By

  
Exec. V. Moss, Port

(Corporate Seal)

ATTEST:

F. J. McDonald

GIRARD BANK

By H. E. Kelly

STATE OF PENNSYLVANIA     )  
  ) SS:  
COUNTY OF ALLEGHENY     )

On this 19th day of October, 1978, before me personally appeared Charles L. Rucquoi, to me personally known, who being by me duly sworn, says that he is a Vice President of Funding Systems Railcars, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Patricia L. Hines  
Notary Public

PATRICIA L. HINES, NOTARY PUBLIC  
PITTSBURGH, ALLEGHENY COUNTY  
MY COMMISSION EXPIRES OCT. 6, 1980  
Member, Pennsylvania Association of Notaries

[NOTARIAL SEAL]

My Commission expires:

STATE OF Penna.     )  
  ) SS:  
COUNTY OF Phila.     )

On this 27th day of October, 1978, before me personally appeared John A. Maricetti, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of National Railway Utilization Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Darlene Marquette  
Notary Public

[NOTARIAL SEAL]

My Commission expires:

**DARLENE MARQUETTE**  
Notary Public, Phila., Phila. Co.  
My Commission Expires Sept. 13, 1982

STATE OF PENNSYLVANIA )  
COUNTY OF PHILADELPHIA ) SS:

On this 26TH day of OCTOBER, 1978, before me personally appeared H.E. KOSOR JR, to me personally known, who being by me duly sworn, says that he is a VICE PRESIDENT of Girard Bank, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Margaret B. Wilkinson  
Notary Public

MARGARET B. WILKINSON  
Notary Public, Philadelphia, Philadelphia Co.  
My Commission Expires November 21, 1979

[NOTARIAL SEAL]

My Commission expires: 11/21/79

Builder - Rail Fleet Corporation

Schedule A(3)

Description of Equipment

<u>Type</u>	<u>Builder's Specifications</u>	<u>Quantity</u>	<u>Equipment Numbers (Inclusive)</u>	<u>Average Unit Price</u>	<u>Total Price</u>	<u>Delivery</u>
AAR Mechanical Designation XM	50'6", 70-ton single sheaved boxcars with- out side posts 10'0" sliding doors rigid underframe	6	NSL 156028 NSL 156033	\$38,500.00	\$231,000.00	Greenville, South Carolina
TOTAL . . . . . 6			TOTAL . . . . .		\$231,000.00	



Builder - National Railway Utilization  
Corporation

Schedule A(3)

Description of Equipment

<u>Type</u>	<u>Builder's Specifications</u>	<u>Quantity</u>	<u>Equipment Numbers (Inclusive)</u>	<u>Average Unit Price</u>	<u>Total Price</u>	<u>Delivery</u>
AAR Mechanical Designation XM	50'6", 70-ton single sheaved boxcars with- out side posts 10'0" sliding doors rigid underframe	19	PT 201091 PT 201109	\$38,500.00	\$731,500.00	Pickens, South Carolina
TOTAL . . . . . 19			TOTAL . . . . . \$731,500.00			